### FORM D

### UNITED STATES

SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 124/925

OMB APPROVAL

OMB Number: 3235-0076 Expires: April 30, 2008 Estimated average burden hours per response ....16.00



## FORM D

# NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION



					0000000		
Name of Offering (	s an amendment and na of 1-Zone Ltd. dated Fe			ate change).			
Filing Under (Check box(es) that apply): Type of Filing: New Filing  Amer	□ Rule 504 □	Rule 505	Rule 506	Rule 4(6)	□ULOE		
	A. BASIC IDE	NTIFICATION	ON DATA				
1. Enter the information requested about the is	suer						
Name of Issuer: 1-Zone Ltd.	(□ check	if this is an	amendment an	d name has changed, a	and indicate change.)		
Address of Executive Offices 9543 Culver Boulevard, Suite 200, Co	(Number and Stree alver City, California		, Zip Code)	Telephone Number (I (310)-839-5100	ncluding Area Code)		
Address of Principal Business Operations (Number and Street, City, State, Zip Code) (if different from Executive Offices) c/o Wakefield Quin, Chancery Hall, 52 Reid Street, Hamilton HM12 Bermuda							
Brief Description of Business  The Company is engaged in the development of the development of the development of the development of the digital performance.	-based betting events.	as well as us	sing the techn	ology to derine bio-n	nechanical information for		
Type of Business Organization				OCT 2	0 2005 7		
	ship, already formed		please specify)				
☐ business trust ☐ limited partner	ship, to be formed		l liability com		ASON		
Actual or Estimated Date of Incorporation of Jurisdiction of Incorporation or Organization	-		0 5		CIAI Estimated		

#### GENERAL INSTRUCTIONS

#### Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments needs only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

#### State

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper



amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

## ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

		TIFICATION DATA									
2. Enter the information requested for the	following:										
Each promoter of the issuer, if the issue	r has been organized within	the past five years;									
Each beneficial owner having the power the issuer;	r to vote or dispose, or direc	t the vote or disposition of,	10% or more of a c	lass of equity securities of							
Each executive officer and director of c	orporate issuers and of corp	orate general and managing	partners of partners	ship issuers; and							
Each general and managing partner of partnership issuers.											
Check Box(es) that Apply: ☐ Promoter	Beneficial Owner	▼Executive Officer	Director	☐ General and/or Managing Partner							
Full Name (Last name first, if individual) Menache, Alberto											
Business or Residence Address (Numl 9139 West 24 <sup>th</sup> Street, Los Angeles, Cali	per and Street, City, State, Z fornia 90034	(ip Code)	,								
Check Box(es) that Apply: ☐ Promoter	☐ Beneficial Owner	Executive Officer	Director	☐ General and/or Managing Partner							
Full Name (Last name first, if individual) Jacobs, Stefan											
Business or Residence Address (Numl 1134 Montana Avenue, Santa Monica, C	per and Street, City, State, Z alifornia 90403	(ip Code)									
Check Box(es) that Apply: ☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	Director	☐ General and/or Managing Partner							
Full Name (Last name first, if individual) Pelligrini, Thomas											
Business or Residence Address (Number of Menache, L.L.C., 9543 Culver Boule	per and Street, City, State, Z vard, Suite 200, Culver Ci										
Check Box(es) that Apply: ☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	Director	☐ General and/or Managing Partner							
Full Name (Last name first, if individual) Menache, Herman											
Business or Residence Address (Numl c/o Milyon S.A., Canela 480, Mexico, D	per and Street, City, State, Z .F. 04800	•									
Check Box(es) that Apply: ☐ Promoter	▼ Beneficial Owner	<b>X</b> Executive Officer	Director	☐ General and/or Managing Partner							
Full Name (Last name first, if individual) Keifetz, Brom											
Business or Residence Address (Numl 154 West 18 <sup>th</sup> Street, Apt. #3-C, New Yo	per and Street, City, State, Zork, New York 10011	Cip Code)									
Check Box(es) that Apply: ☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner							
Full Name (Last name first, if individual)											
Business or Residence Address (Number	per and Street, City, State, Z	Cip Code)									
Check Box(es) that Apply: ☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner							
Full Name (Last name first, if individual)			·								
Business or Residence Address (Number	per and Street, City, State, Z	ip Code)	<del>1 </del>								

	A. BASIC IDENT	TIFICATION DATA										
2. Enter the information requested for the	following:											
• Each promoter of the issuer, if the issuer has been organized within the past five years;												
• Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;												
• Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and												
Each general and managing partner of partnership issuers.												
Check Box(es) that Apply: ☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner								
Full Name (Last name first, if individual)												
Business or Residence Address (Num	ber and Street, City, State, Z	ip Code)	<del> </del>									
Check Box(es) that Apply: ☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner								
Full Name (Last name first, if individual)												
Business or Residence Address (Num	ber and Street, City, State, Z	ip Code)		<u></u>								
Check Box(es) that Apply: ☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	□Director	☐ General and/or Managing Partner								
Full Name (Last name first, if individual)												
Business or Residence Address (Num	ber and Street, City, State, Z	ip Code)										
Check Box(es) that Apply: ☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner								
Full Name (Last name first, if individual)												
Business or Residence Address (Num	ber and Street, City, State, Z	ip Code)										
Check Box(es) that Apply: ☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner								
Full Name (Last name first, if individual)												
Business or Residence Address (Num	ber and Street, City, State, Z	ip Code)										
Check Box(es) that Apply: ☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner								
Full Name (Last name first, if individual)												
Business or Residence Address (Num	ber and Street, City, State, Z	ip Code)										
Check Box(es) that Apply: ☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner								
Full Name (Last name first, if individual)												
Business or Residence Address (Num	ber and Street, City, State, Z	ip Code)										

					B. IN	<b>FORM</b>	ATION	ABOUT	OFFER	RING			
1. Has	the issuer	sold, or	does the i	ssuer inte	end to sell	, to non-a	ccredited	investors	in this of	fering?	••••••		Yes No
	Answer also in Appendix, Column 2, if filing under ULOE.												
2. What is the minimum investment that will be accepted from any individual?											\$15,000		
											Yes No		
3. Does the offering permit joint ownership of a single unit?												<b>X</b>	
<ul> <li>4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only. N/A</li> <li>Full Name (Last name, first, if individual)</li> </ul>													
Full Na	me (Last	name, firs	st, if indiv	vidual)									
Busines	ss or Resid	lence Ad	dress (Nu	mber and	Street, C	ity, State,	Zip Code	e)					-
Name o	of Associa	ted Broke	er or Deal	er									
}	n Which I												
(Check [AL] [IL] [MT] [RI]	"All Stat [AK] [IN] [NE] [SC]	e" or che [AZ] [IA] [NV] [SD]	ck individ [AR] [KS] [NH] [TN]	dual State [CA] [KY] [NJ] [TX]	s) [CO] [LA] [NM] [UT]	[CT] [ME] [NY] [VT]	[DE] [MD] [NC] [VA]	[DC] [MA] [ND] [WA]	[FL] [MI] [OH] [WV]	[GA] [MN] [OK] [WI]	[HI] [MS] [OR] [WY]	[ID] [MO] [PA] [PR]	□ All States
	me (Last					<u> </u>	<u>b</u>			<u> </u>			
Busines	s or Resid	lence Ad	dress (Nu	mber and	Street, C	ity, State,	Zip Code	e)	· · · · · · · · · · · · · · · · · · ·				
Name o	f Associa	ted Broke	er or Deal	er	_								
States in	n Which I	erson Lis	sted Has S	Solicited	or Intends	to Solici	t Purchase	ers					
													All States
[AL] [IL] [MT] [RI]	[AK] [IN] [NE] [SC]	[NV] _[SD]	[AR] [KS] [NH] [TN]	[CA] [KY] [NJ] [TX]	[CO] [LA] [NM] [UT]	[CT] [ME] [NY] [VT]	[DE] [MD] [NC] [VA]	[DC] [MA] [ND] [WA]	[FL] [MI] [OH] [WV]	[GA] [MN] [OK] [WI]	[HI] [MS] [OR] [WY]	[ID] [MO] [PA] [PR]	
Full Na	me (Last	name firs	t, if indiv	idual)									
Busines	s or Resid	lence Ad	dress (Nu	mber and	Street, C	ity, State,	Zip Code	e)					
Name o	f Associa	ted Broke	er or Deal	er									
States in	n Which F	erson Lis	sted Has S	Solicited	or Intends	to Solici	t Purchase	ers				, "1,"	
(Check [AL] [IL] [MT]	"All Stat [AK] [IN] [NE]	es" or che [AZ] [IA] [NV]	eck indivi [AR] [KS] [NH]	idual Stat [CA] [KY] [NJ]	es) [CO] [LA] [NM]	[CT] [ME] [NY]	[DE] [MD] [NC]	[DC] [MA] [ND]	[FL] [MI] [OH]	[GA] [MN] [OK]	[HI] [MS] [OR]	[ID] [MO] [PA]	□ All States

[TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI] [WY] [PR] (Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

# C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "O" if answer is "none" or "zero." If the transaction is an exchange offering, check this		
	box : and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.		
	Type of Security  Debt	Aggregate Offering Price	
		\$	\$
	Equity	\$ 400,000	\$ 400,000
	<b>⊠</b> Common □ Preferred		
	Convertible Securities (including warrants)	\$	<u>\$</u>
	Partnership Interests	\$	\$
	Other (specify)	<u>\$</u>	<u>\$</u>
	Total	\$ 400,000	\$ 400,000
	Answer also in Appendix, Column 3, if filing under ULOE.		
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."		
		Number Investors	Aggregate Dollar Amount Of Purchases
	Accredited Investors	5	\$ 400,000
	Non-accredited Investors		<u>\$</u>
	Total (for filings under Rule 504 only)	0	\$
	Answer also in Appendix, Column 4, if filing under ULOE.		
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1.  Type of offering	N/A	Document
		Type of Security	Amount Sold
	Rule 505		_ \$
	Regulation A		_ \$
	Rule 504		<u> </u>
	Total		\$
4. ;	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.  Transfer Agent's Fees		□ \$
	Printing and Engraving Costs		<b>X</b> \$300
	Legal Fees		<b>X</b> \$ 30,000
	Accounting Fees		□ \$
	Engineering Fees		□ \$
	Sales Commissions (specify finders' fees separately)		□ \$
	Other Expenses (identify)		□ \$
	Total		\$ 30,300
	b. Enter the difference between the aggregate offering price given in response to Part C - Question 1 ar expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds"	nd total s to the	
	issuer."	******	\$ 369,700

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES A	ND USE OF PROCEI	EDS
5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be u each of the purposes shown. If the amount for any purpose is not known, furnish an estimate at check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b. above.	nd ed	
	Payments to Officers, Directors, & Affiliates	Payments To Others
Salaries and fees		<b>№</b> \$ <u>24,700</u>
Purchase of real estate		□ \$
Purchase, rental or leasing and installation of machinery and equipment		□ \$
Construction or leasing of plant buildings and facilities		
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)		□\$
Repayment of indebtedness		□ \$
Working capital		<b>¥</b> \$ <u>175,000</u>
Other (specify): Development of system  Miscellaneous expenses	\$ <u>25,000</u>	<b>⊠</b> \$ <u>100,000</u> <b>≅</b> \$ <u>10,000</u>
Column Totals	\$ <u>60,000</u>	<b>■</b> \$ <u>309,700</u>
Total Payments Listed (column totals added)	<b>▼</b> \$ 369,700	
D. FEDERAL SIGNATURE		
The issuer has duly sound this notice to be signed by the undersigned duly sythenized norman. If t	his notice is filed up de- D	ulo 505, the fellowing

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type)

1-Zone Ltd.

Name of Signer (Print or Type)
Stefan Jacobs

Signature

1-Zone Ltd.

Title of Signer (Print or Type)
President

## **ATTENTION**

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

E. STATE SIGNATURE	-
1. Is any party described in 17 CFR 230.252(c), (d), (e) or (f) presently subject to any of the disqualification	Yes No
provisions of such rule?	L 🔼

### See Appendix, Column 5, for State Response

- 2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239.500) at such times as required by state law.
- 3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
- 4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform Limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the co	ontents to be true and has duly caused this	s notice to be signed on its behalf by the
undersigned duly authorized person.		
Issuer (Print or Type)	Signature	Date
1-Zone Ltd.	9/1	10/11/2005
Name (Print or Type)	Title (Print or Type)	• • • • • • • • • • • • • • • • • • • •

#### Instruction:

Stefan Jacobs

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

1		2	3			4			5
	non-acc	to sell to credited s in State -Item 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)		Disqualification under State ULOE (if yes, Attach Explanation of waiver granted (Part E-Item 1)				
				Number of Accredited		C-Item 2)  Number of Non-Accredited			
State	Yes	No		Investors	Amount	Investors	Amount	Yes	No
AL									
AK .									
AZ									
AR									
CA		X	Shares of common stock \$15,000	1	\$15,000		-		
CO									
CT		X	Shares of common stock \$30,000	1	\$30,000				
DE									
DC									
FL									
GA									
HI									
ID						·			
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Initend to sell to non-accredited investors in State (Part B-Item 1)   Type of security and aggregate (Part B-Item 1)   Type of investor and Amount purchased in State (Part C-Item 2)   Part E-Item 1)   Part E-Item 1)   Part E-Item 1   Part E-Item 1   Part E-Item 2   Part E-Item 3   P	1		2	3			4	<u>u-u-</u>	T	5	
Type of security and aggregate offered in state (Part C-Item 1)   Type of security and aggregate investors in State (Part C-Item 2)   Type of investor and Amount purchased in State (Part C-Item 1)   Type of investor and Amount purchased in State (Part C-Item 2)   Type of investor and Amount purchased in State (Part C-Item 2)   Type of investor and Amount purchased in State (Part C-Item 2)   Type of investor and Amount purchased in State (Part C-Item 2)   Type of investor and Amount purchased in State (Part C-Item 2)   Type of investor and Amount purchased in State (Part C-Item 2)   Type of investor and Amount purchased in State (Part C-Item 2)   Type of investor and Amount purchased in State (Part C-Item 2)   Type of investor and Amount purchased in State (Part C-Item 2)   Type of investor and Amount purchased in State (Part C-Item 2)   Type of investor and Amount purchased in State (Part C-Item 2)   Type of investor and Amount purchased in State (Part C-Item 2)   Type of investor and Amount purchased in State (Part C-Item 2)   Type of investor and Amount purchased in State (Part C-Item 2)   Type of investor and Amount purchased in State (Part C-Item 2)   Type of investor and Amount purchased in State (Part C-Item 2)   Type of investor and Amount purchased in State (Part C-Item 2)   Type of investor and Amount purchased in State (Part C-Item 2)   Type of investor and Amount purchased in State (Part C-Item 2)   Type of investor and Amount purchased in State (Part C-Item 2)   Type of investor and Amount purchased in State (Part C-Item 2)   Type of investor and Amount purchased in State (Part C-Item 2)   Type of investor and Amount purchased in State (Part C-Item 2)   Type of investor and Amount purchased in State (Part C-Item 2)   Type of investor and Amount purchased in State (Part C-Item 2)   Type of investor and Amount purchased in State (Part C-Item 2)   Type of investors and T	1	·	<u>د</u>	,			7		-		
Intend to sell to non-accredited investors in State (Part B-Item 1)									under Stat		
Number of waiver granted   (Part C-Item 1)   (Part C-Item 2)   (											
Investors in State   (Part B-Item 1)   (Part C-Item 1)   (Part C-Item 2)   (Part C-Item 2)   (Part C-Item 1)		•		and aggregate	}						
Cent B-ltem 1				offering price		Type of	investor and				
Number of Accredited Investors						Amount pu	C Itam 2)				
State	i	(Lart D	1101111)	(1 att C-ticili 1)	Number of	(1 air		*-	(Tall L	-110111 1)	
State   Yes   No											
MS	State	Ves	No			Amount		Amount	Ves	No	
MT NE NV NV NH NJ NM NY X Shares of common stock \$355,000  NC ND OH OK OR PA RI SC SD TN TX UT VT VA WA WA WA  WV		103	1,0			- 111104111		11110411	100	.,,	
MT NE NV NV NH NJ NM NY X Shares of common stock \$355,000  NC ND OH OK OR PA RI SC SD TN TX UT VT VA WA WA WA  WV	MO										
NV	MT										
NV	NE	!			-						
NH											
NI         NM           NY         X         Shares of common stock \$355,000           NC         ND           ND         OH           OK         OR           PA         RI           SC         SD           TN         TX           UT         VT           VA         WA           WV         W					·						
NM         X         Shares of common stock \$355,000         3         \$355,000											
NY         X         Shares of common stock \$355,000           NC         ND           ND         OH           OK         OR           PA         I           SC         SD           TN         TX           UT         VT           VA         WA           WV         W											
Common stock   S355,000   S355,			Y	Shares of	3	\$355,000					
ND         OH           OK         OR           OR         OR           PA         OR           RI         OR           SC         OR           SD         OR           TN         TX           UT         OR           VA         OR           WA         OR           WY         OR				common stock	J	Ψ333,000					
OH OK OK OR	NC										
OK         OR           OR         OR           PA         OR           RI         OR           SC         OR           SD         OR           TN         OR           TX         OR           UT         OR           VA         OR           WA         OR           WV         OR	ND		-								
OR         PA           PA         PA           RI         PA           SC         PA           SD         PA           TN         PA           TX         PA           UT         PA           VA         PA           WA         PA           WV         PA	ОН		-								
PA         RI           SC         SD           SD         SD           TN         SD           TX         SD           UT         SD           VT         SD           WA         SD           WA         SD           WA         SD           WV         SD	OK										
RI         SC         SD         SD<	OR										
SC         SD           SD         SD           TN         SD           TX         SD           UT         SD           UT         SD           UT         SD           VT         SD           VA         SD           WA         SD           WY         <	PA										
SD         Image: square of the square o	RI									,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	
TN	SC										
TX	SD										
UT	TN										
VT	TX										
VA	UT										
WA WV	VT										
WV	VA				_						
	WA										
WI	WV										
	WI							# C 2 2 2 0 0 0 0			

1		2	3			4			5	
								Disqua	lification	
		•						unde	r State	
			Type of security					ULOE	(if yes,	
	Intend	to sell to	and aggregate							
	non-ac	credited	offering price		Type of	investor and		Explanation of		
	investor	s in State	offered in state	J	waiver granted)					
	(Part B	-Item 1)	(Part C-Item 1)		(Part C-Item 2)					
				Number of		Number of				
			·	Accredited		Non-Accredited				
State	Yes	No		Investors	Amount	Investors	Amount	Yes	No	
WY										
PR										